

APPLIED GENETIC TECHNOLOGIES CORP
Form SC 13G/A
February 14, 2018

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(AMENDMENT NO 3)*

Applied Genetic Technologies Corp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03820J 10 0

(CUSIP Number)

December 31, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

InterWest Partners VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF
SHARES 1,404,515
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,404,515
WITH 8 SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,404,515

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8% (1)

12 TYPE OF REPORTING PERSON

PN

(1) Based upon 18,104,901 shares of the Issuer's Common Stock outstanding as of February 3, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the SEC) on February 9, 2018.

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1 NAME OF REPORTING PERSONS

InterWest Investors VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF
SHARES

11,208
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7 0
SOLE DISPOSITIVE POWER

REPORTING

PERSON 11,208
WITH 8 SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 11,208
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1% (1)

12 TYPE OF REPORTING PERSON

PN

(1) Based upon 18,104,901 shares of the Issuer's Common Stock outstanding as of February 3, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the SEC) on February 9, 2018.

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1 NAME OF REPORTING PERSONS

InterWest Investors Q VIII, LP

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF

40,181

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

40,181

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,181

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2% (1)

12 TYPE OF REPORTING PERSON

PN

(1) Based upon 18,104,901 shares of the Issuer's Common Stock outstanding as of February 3, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the SEC) on February 9, 2018.

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1 NAME OF REPORTING PERSONS

InterWest Management Partners VIII, LLC (the General Partner of InterWest Partners VIII, LP, InterWest Investors VIII, LP, and InterWest Investors Q VIII, LP)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF

1,455,904

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,455,904

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,455,904

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0% (1)

12 TYPE OF REPORTING PERSON

OO

(1) Based upon 18,104,901 shares of the Issuer's Common Stock outstanding as of February 3, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the SEC) on February 9, 2018.

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1 NAME OF REPORTING PERSONS

Harvey B. Cash (a Managing Director of InterWest Management Partners VIII)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,455,904

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

9 1,455,904
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,455,904
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

Philip T. Gianos (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,455,904
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
WITH 8 SHARED DISPOSITIVE POWER1,455,904
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON1,455,904
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

W. Stephen Holmes III (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,455,904
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
WITH 8 SHARED DISPOSITIVE POWER

9 1,455,904
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,455,904
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

Gilbert H. Kliman (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,455,904
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
WITH 8 SHARED DISPOSITIVE POWER

9 1,455,904
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,455,904
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

Arnold L. Oronsky (a Managing Director of InterWest Management Partners VIII, LLC)

2 I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

28,263

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,455,904

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

28,263

WITH

8 SHARED DISPOSITIVE POWER

9 1,455,904
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 1,484,167
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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ITEM 1.

(a) **NAME OF ISSUER :** Applied Genetic Technologies Corp.

(b) **ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICE:**

11801 Research Drive, Suite D, Alachua, Florida 32615

ITEM 2.

(a) **NAME OF PERSON(S) FILING:**

InterWest Partners VIII, LP (IWP VIII)

InterWest Investors VIII, LP (II VIII)

InterWest Investors Q VIII, LP (IIQ VIII)

InterWest Management Partners VIII, LLC (IMP VIII)

Harvey B. Cash (Cash)

Philip T. Gianos (Gianos)

W. Stephen Holmes III (Holmes)

Gilbert H. Kliman (Kliman)

Arnold L. Oronsky (Oronsky)

(b) **ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025

(c) **CITIZENSHIP/PLACE OF ORGANIZATION:**

IWP VIII:	California
II VIII:	California
IIQ VIII:	California
IMP VIII:	California
Cash:	United States
Gianos:	United States
Holmes:	United States

Kliman:	United States
Oronsky:	United States

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(d) **TITLE OF CLASS OF SECURITIES:** Common Stock

(e) **CUSIP NUMBER:** 03820J 10 0

ITEM 3. NOT APPLICABLE.

ITEM 4. OWNERSHIP.

	IWP VIII	II VIII	IIQ VIII	IMP VIII (1)
Beneficial Ownership	1,404,515	11,208	40,181	1,455,904
Percentage of Class		Less than 0.1%	0.2% (3)	8.0% (3)
	7.8% (3)	(3)		
Sole Voting Power	1,404,515	11,208	40,181	1,455,904
Shared Voting Power	0	0	0	0
Sole Dispositive Power	1,404,515	11,208	40,181	1,455,904
Shared Dispositive Power	0	0	0	0

	Cash (2)	Gianos (2)	Holmes (2)
Beneficial Ownership	1,455,904	1,455,904	1,455,904
Percentage of Class	8.0% (3)	8.0% (3)	8.0% (3)
Sole Voting Power	0	0	0
Shared Voting Power	1,455,904	1,455,904	1,455,904
Sole Dispositive Power	0	0	0
Shared Dispositive Power	1,455,904	1,455,904	1,455,904

	Kliman (2)	Oronsky (2)(4)
Beneficial Ownership	1,455,904	1,484,167
Percentage of Class	8.0% (3)	8.2% (3)
Sole Voting Power	0	28,263
Shared Voting Power	1,455,904	1,455,904
Sole Dispositive Power	0	28,263
Shared Dispositive Power	1,455,904	1,455,904

- (1) IMP VIII serves as the general partner of IWP VIII, II VIII and IIQ VIII.
- (2) Cash, Gianos, Holmes, Kliman and Oronsky are Managing Directors of IMP VIII, and share voting and dispositive power over the shares held by IWP VIII, II VIII, and IIQ VIII. Beneficial ownership is expressly disclaimed, except to the extent of their pecuniary interest.
- (3) Based upon 18,104,901 shares of the Issuer's Common Stock outstanding as of February 3, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the "SEC") on February 9, 2018.
- (4) Includes 28,263 shares issuable to Oronsky pursuant to outstanding options exercisable within 60 days of December 31, 2017.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company operating agreement of IMP VIII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

EXHIBITS

Joint Filing Statement attached as Exhibit A.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2018

By: /s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney
Name: Harvey B. Cash

INTERWEST PARTNERS VIII, LP
By: InterWest Management Partners VIII,
LLC
its General Partner

By: /s/ Philip T. Gianos
Name: Philip T. Gianos

By: /s/ Arnold L. Oronsky
Managing Director

By: /s/
W. Stephen Holmes by Karen A. Wilson, Power of Attorney
Name: W. Stephen Holmes

INTERWEST INVESTORS VIII, LP
By: InterWest Management Partners VIII,
LLC
its General Partner

By: /s/ Gilbert H. Kliman
Name: Gilbert H. Kliman

By: /s/ Arnold L. Oronsky
Managing Director

By: /s/ Arnold L. Oronsky
Name: Arnold L. Oronsky

INTERWEST INVESTORS Q VIII, LP
By: InterWest Management Partners VIII,
LLC
its General Partner

By: /s/ Arnold L. Oronsky
Managing Director

INTERWEST MANAGEMENT
PARTNERS VIII, LLC

By: /s/ Arnold L. Oronsky
Managing Director